

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Obj. Deadline: October 19, 2023 at 4:00 p.m. ET

**NINTH MONTHLY FEE STATEMENT OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP AS SPECIAL
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM AUGUST 1, 2023 THROUGH AND INCLUDING AUGUST 31, 2023**

| | |
|--|--|
| Name of Applicant | Quinn Emanuel Urquhart & Sullivan, LLP |
| Authorized to Provide Professional Services to: | the Debtors and Debtors-in-Possession |
| Date of Retention: | January 20, 2023 <i>nunc pro tunc</i> to November 13, 2022 |
| Period for which compensation and reimbursement is sought: | August 1, 2023 through and including August 31, 2023 |
| Amount of Compensation sought as actual, reasonable, and necessary: | \$3,462,251.40 |
| 80% of Compensation sought as actual, reasonable, and necessary: | \$2,769,801.12 |
| Amount of Expense Reimbursement sought as actual, reasonable, and necessary: | \$1,007.71 |

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

This is a(n) X monthly ____ interim ____ final application. No prior application has been filed with respect to this Fee Period.

PRIOR MONTHLY FEE STATEMENTS FILED

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|-------------------|--|-----------------------|---------------------------|----------------------|--------------------------|
| 02/07/2023 | Petition Date through and including December 31, 2022 | \$1,536,294.15 | \$4,323.07 | \$2,907,139.18 | \$5,632.62 |
| 03/06/2023 | January 1, 2023 through and including January 31, 2023 | \$1,440,414.90 | \$1,920.53 | | |
| 04/07/2023 | February 1, 2023 through and including February 28, 2023 | \$2,781,198.90 | \$2,580.91 | \$8,111,186.00 | \$4,176.13 |
| 05/01/2023 | March 1, 2023 through and including March 31, 2023 | \$3,192,717.60 | \$3,031.19 | | |
| 6/06/2023 | April 1, 2023 through and including April 30, 2023 | \$2,282,269.50 | \$3,382.59 | | |
| 7/03/2023 | May 1, 2023 through and including May 31, 2023 | \$2,441,227.95 | \$1,802.88 | N/A | N/A |
| 7/31/2023 | June 1, 2023 through and including June 30, 2023 | \$2,984,443.42 | \$10,858.66 | N/A | N/A |
| 9/06/2023 | July 1, 2023 through and including July 31, 2023 | \$4,538,349.45 | \$10,027.36 | N/A | N/A |

**SUMMARY OF BILLING BY PROFESSIONAL
FROM AUGUST 1, 2023 THROUGH AND INCLUDING AUGUST 31, 2023**

| Timekeeper Name | Position | Year of Admission | Year of Law School Graduation | Hourly Rate | Total Hours Billed | Total Compensation |
|------------------------|-----------------|--------------------------|--------------------------------------|--------------------|---------------------------|---------------------------|
| K. John Shaffer | Partner | 1991 | 1989 | \$1,917.00 | 92.40 | \$177,130.80 |
| John B. Quinn | Partner | 1978 | 1976 | \$1,917.00 | 8.60 | \$16,486.20 |
| William A. Burck | Partner | 2001 | 1998 | \$1,917.00 | 10.20 | \$19,553.40 |
| Richard East | Partner | 1997 | 1995 | \$1,917.00 | 1.40 | \$2,683.80 |
| Sam Williamson | Partner | 2001 | 2000 | \$1,917.00 | 27.70 | \$53,100.90 |
| Sascha Rand | Partner | 1998 | 1997 | \$1,593.00 | 170.40 | \$271,447.20 |
| Jonathan Pickhardt | Partner | 2000 | 1998 | \$1,593.00 | 14.00 | \$22,302.00 |
| John Rhie | Partner | 2000 | 2003 | \$1,593.00 | 1.30 | \$2,070.90 |
| Katherine Lemire | Partner | 1998 | 1997 | \$1,593.00 | 27.00 | \$43,011.00 |
| Eric D. Winston | Partner | 1999 | 1998 | \$1,440.00 | 2.20 | \$3,168.00 |
| Anthony Alden | Partner | 2004 | 2003 | \$1,440.00 | 35.70 | \$51,408.00 |
| Isaac Nesser | Partner | 2003 | 2003 | \$1,440.00 | 45.00 | \$64,800.00 |
| Robert Zink | Partner | 2006 | 2005 | \$1,440.00 | 8.00 | \$11,520.00 |
| Elinor C. Sutton | Partner | 2008 | 2007 | \$1,318.50 | 7.50 | \$9,888.75 |
| Matthew R. Scheck | Partner | 2008 | 2007 | \$1,318.50 | 136.00 | \$179,316.00 |
| Michael Shaheen | Partner | 2010 | 2009 | \$1,318.50 | 8.90 | \$11,734.65 |
| Emily Kapur | Partner | 2015 | 2015 | \$1,246.50 | 104.70 | \$130,508.55 |
| William Sears | Partner | 2015 | 2014 | \$1,246.50 | 45.90 | \$57,214.35 |
| Blair Adams | Partner | 2014 | 2013 | \$1,246.50 | 1.00 | \$1,246.50 |
| Partner Total | | | | | 747.9 | \$1,128,591.00 |
| Tyler Murray | Counsel | 2001 | 2000 | \$1,215.00 | 113.30 | \$137,659.50 |
| Jennifer Gindin | Counsel | 2014 | 2014 | \$1,215.00 | 7.10 | \$8,626.50 |
| K. McKenzie Anderson | Counsel | 2008 | 2007 | \$1,215.00 | 199.50 | \$242,392.50 |
| Andrew Kutscher | Counsel | 2010 | 2009 | \$1,215.00 | 186.10 | \$226,111.50 |
| Marina E. Lev | Counsel | 2013 | 2012 | \$1,215.00 | 142.70 | \$173,380.50 |
| Kurt Wolfe | Counsel | 2007 | 2006 | \$1,215.00 | 9.90 | \$12,028.50 |
| Counsel Total | | | | | 658.6 | \$800,199.00 |
| Alex Nelder | Associate | 2012 | 2011 | \$1,336.50 | 51.70 | \$69,097.05 |
| Anil Makhijani | Associate | 2013 | 2012 | \$1,183.50 | 11.20 | \$13,255.20 |
| Justine Young | Associate | 2014 | 2013 | \$1,183.50 | 59.00 | \$69,826.50 |
| Ben Odell | Associate | 2010 | 2010 | \$1,183.50 | 42.70 | \$50,535.45 |
| Nicholas Inns | Associate | 2010 | 2010 | \$1,174.50 | 1.10 | \$1,291.95 |
| Jaclyn Palmerson | Associate | 2016 | 2016 | \$1,143.00 | 135.60 | \$154,990.80 |
| Andrew Sutton | Associate | 2017 | 2016 | \$1,143.00 | 73.40 | \$83,896.20 |
| Max Meadows | Associate | 2016 | 2015 | \$1,107.00 | 1.90 | \$2,103.30 |
| Abbey Foote | Associate | 2018 | 2018 | \$1,048.50 | 40.20 | \$42,149.70 |
| Jared Dummitt | Associate | 2019 | 2018 | \$1,048.50 | 10.80 | \$11,323.80 |
| Peter Collins | Associate | 2020 | 2018 | \$1,048.50 | 7.80 | \$8,178.30 |
| Olivia Yeffet | Associate | 2020 | 2020 | \$904.50 | 79.40 | \$71,817.30 |

| Timekeeper Name | Position | Year of Admission | Year of Law School Graduation | Hourly Rate | Total Hours Billed | Total Compensation |
|---|--------------------|-------------------|-------------------------------|-------------|--------------------|-----------------------|
| Natalie Huh | Associate | 2021 | 2020 | \$904.50 | 53.80 | \$48,662.10 |
| Zane Muller | Associate | 2022 | 2020 | \$904.50 | 0.70 | \$633.15 |
| Kelsey Sullivan | Associate | 2021 | 2020 | \$904.50 | 26.00 | \$23,517.00 |
| Cameron Kelly | Associate | 2020 | 2020 | \$904.50 | 47.10 | \$42,601.95 |
| Sydney Snower | Associate | 2022 | 2021 | \$841.50 | 193.60 | \$162,914.40 |
| Mark Fuchs | Associate | 2023 | 2022 | \$841.50 | 36.30 | \$30,546.45 |
| Sophie Hill | Associate | 2021 | 2020 | \$841.50 | 246.20 | \$207,177.30 |
| Jeffery Arnier | Associate | 2021 | 2021 | \$841.50 | 18.90 | \$15,904.35 |
| Tanmayi Sharma | Associate | 2022 | 2021 | \$841.50 | 0.80 | \$673.20 |
| Kiersten Whitfield | Associate | 2022 | 2022 | \$841.50 | 7.40 | \$6,227.10 |
| Elijah Turner | Associate | 2023 | 2022 | \$747.00 | 37.20 | \$27,788.40 |
| Angela Nelson | Associate | 2022 | 2022 | \$747.00 | 103.50 | \$77,314.50 |
| Destiny Rose Murphy | Associate | 2023 | 2022 | \$747.00 | 32.60 | \$24,352.20 |
| Jeffrey Boxer | Associate | 2022 | 2022 | \$747.00 | 53.10 | \$39,665.70 |
| Ben Carroll | Associate | 2023 | 2022 | \$747.00 | 21.00 | \$15,687.00 |
| Michael Wittmann | Associate | 2023 | 2022 | \$747.00 | 74.90 | \$55,950.30 |
| Gavin Coyle | Associate | 2023 | 2022 | \$747.00 | 39.30 | \$29,357.10 |
| Jack Robbins | Associate | 2023 | 2022 | \$747.00 | 42.80 | \$31,971.60 |
| Julian Schoen | Associate | 2022 | 2022 | \$747.00 | 12.40 | \$9,262.80 |
| Arielle Gerber | Associate | 2023 | 2022 | \$747.00 | 83.80 | \$62,598.60 |
| Marissa Smith | Associate | 2023 | 2022 | \$747.00 | 0.40 | \$298.80 |
| Cara Mund | Law Clerk | - | 2022 | \$508.50 | 30.30 | \$15,407.55 |
| Alfonso Sanchez-Eguibar | Law Clerk | - | 2023 | \$508.50 | 7.10 | \$3,610.35 |
| Jonathan Abrams | Law Clerk | - | 2022 | \$508.50 | 34.20 | \$17,390.70 |
| Associate, Law Clerk, & Attorney Total | | | | | 1,718.2 | \$1,527,978.15 |
| Lawyers Total | | | | | 3,124.7 | \$3,456,768.15 |
| Connie Kim | Paralegal | - | - | \$432.00 | 4.00 | \$1,728.00 |
| Rubab Hyder | Paralegal | - | - | \$432.00 | 2.00 | \$864.00 |
| Jonathan Land | Litigation Support | - | - | \$328.50 | 6.50 | \$2,135.25 |
| Joe Liao | Litigation Support | - | - | \$157.50 | 4.80 | \$756.00 |
| Non-Legal Professional Total | | | | | 17.3 | \$5,483.25 |
| 50% Non-Working Travel | | | | | | -\$0 |
| GRAND TOTAL | | | | | 3,142 | \$3,462,251.40 |

Blended Hourly Rate: \$1,101.93

STATEMENT OF FEES BY PROJECT CATEGORY²
AUGUST 1, 2023 THROUGH AND INCLUDING AUGUST 31, 2023

| Project Name | Hours | Fee Amount |
|-----------------------------------|--------------|-----------------------|
| ASSET ANALYSIS AND RECOVERY | 887.60 | \$880,902.90 |
| AVOIDANCE ACTION ANALYSIS | 58.80 | \$69,905.25 |
| BANKRUPTCY LITIGATION | 257.10 | \$314,805.15 |
| BOARD / CORPORATE GOVERNANCE | 12.40 | \$21,879.90 |
| CASE ADMINISTRATION | 3.90 | \$4,009.05 |
| EMPLOYMENT AND FEE APPLICATIONS | 67.50 | \$83,164.95 |
| PLAN AND DISCLOSURE STATEMENT | 1.60 | \$2,781.00 |
| INVESTIGATION | 576.70 | \$516,051.45 |
| GRAYSCALE LITIGATION | 261.70 | \$295,029.90 |
| BAHAMAS LITIGATION | 1,014.70 | \$1,273,721.85 |
| 50% NON-WORKING TRAVEL | 0 | \$0 |
| CREDIT FOR 50% NON-WORKING TRAVEL | 0 | \$0 |
| TOTAL | 3,142 | \$3,462,251.40 |

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

| Disbursement Summary | | |
|--|--|-------------------|
| Expense Category | Service Provider,³ if Applicable | Amount |
| Lexis Courtlink | Lexis | \$158.98 |
| Attorney Service | | \$59.13 |
| Express Mail | | \$35.32 |
| Online Research | | \$0 |
| Messenger | | \$145.00 |
| Document Reproduction (\$.10/page) | | \$91.90 |
| Color Document Reproduction (\$.40/page) | | \$207.60 |
| Travel and expenses | | \$0 |
| Velobind | | \$2.00 |
| Document Services | | \$307.78 |
| TOTAL | | \$1,007.71 |

² The subject matter of certain time entries may be appropriate for more than one project category. In such instances, time entries generally have been included in the most appropriate category. Time entries do not appear in more than one category.

³ Quinn Emanuel Urquhart & Sullivan, LLP may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

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FOR THE DISTRICT OF DELAWARE**

In re:

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Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**NINTH MONTHLY FEE STATEMENT OF QUINN EMANUEL
URQUHART & SULLIVAN, LLP AS SPECIAL COUNSEL
TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
FROM AUGUST 1, 2023 THROUGH AND INCLUDING AUGUST 31, 2023**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”), special counsel to FTX Trading Ltd. and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), hereby submits this monthly fee statement (this “Monthly Fee Statement”) for compensation for professional services rendered and expenses incurred for the period from August 1, 2023 through and including August 31, 2023 (the “Fee Period”). In support of the Monthly Fee Statement, Quinn Emanuel respectfully states as follows:

Background

1. On November 11 and November 14, 2022,² the Debtors filed with the United States

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

² November 11, 2022 is the petition date for all Debtors, except for Debtor West Realm Shires Inc.

Bankruptcy Court for the District of Delaware (the “Court”) voluntary petitions for relief under title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended or modified, the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Joint administration of the Debtors’ cases (the “Chapter 11 Cases”) was authorized by the Court by entry of an order on November 22, 2022 [D.I. 128]. On December 15, 2022, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code [D.I. 231].

2. On January 9, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 435] (the “Interim Compensation Order”).

3. On January 20, 2023, the Court entered the *Order Authorizing the Retention and Employment of Quinn Emanuel Urquhart & Sullivan, LLP as Special Counsel for the Debtors and Debtors in Possession, Nunc Pro Tunc to November 13, 2022*, [D.I. 548] authorizing the retention and employment of Quinn Emanuel as the Debtors’ special counsel, *nunc pro tunc* to November 13, 2022.

4. On March 8, 2023, the Court entered the *Order (I) Appointing Fee Examiner and (II) Establishing Procedures for Consideration of Requested Fee Compensation and Reimbursement of Expenses* [D.I. 834] appointing Katherine Stadler (the “Fee Examiner”) to serve as the fee examiner in these Chapter 11 Cases and establishing certain procedures in connection therewith.

Relief Requested

5. By this Monthly Fee Statement and in accordance with the Interim Compensation

Order, Quinn Emanuel makes this application for (i) allowance of compensation as an administrative expense of the Debtors' estates in the amount of \$3,462,251.40 for reasonable and necessary professional services rendered, (ii) payment of compensation in the amount of 80% thereof (in the amount of \$2,769,801.12), and (iii) payment of \$1,007.71 for actual and necessary expenses incurred.

a. Compensation Requested

6. The services performed by Quinn Emanuel during the Fee Period included, among others, asset analysis and recovery, avoidance action analysis, bankruptcy litigation, board of directors and corporate governance, investigations, and general case administration. Attached hereto as **Exhibit A** is a detailed itemization, by project category, of all services performed by Quinn Emanuel with respect to the Chapter 11 Cases during the Fee Period. This detailed itemization complies with Local Rule 2016-2 in that each time entry (i) contains a separate time allotment, (ii) contains a description of the type of activity and the subject matter of the activity, (iii) is billed in increments of one-tenth (1/10) of an hour, (iv) is presented chronologically in categories, and (v) individually identifies all meetings or hearings.

7. The timekeepers who rendered services related to each category are identified in **Exhibit A**, along with the number of hours for each individual and the total compensation sought by each category. All services for which Quinn Emanuel requests compensation were performed for, or on behalf of, the Debtors.

b. Expense Reimbursement

8. Quinn Emanuel incurred out-of-pocket expenses during the Fee Period in the amount of \$1,007.71. Attached hereto as **Exhibit B** is a description of the expenses actually incurred by Quinn Emanuel in the performance of services rendered as Special Counsel to the

Debtors. The expenses are broken down into categories of charges, which may include, among other things, the following charges: photocopying, printing, outgoing facsimiles, document retrieval, postage, third-party conference calls, messenger service, transcripts, computerized legal research, filing fees, working meals, secretarial overtime, and other expenses.

9. In accordance with section 330 of the Bankruptcy Code, Quinn Emanuel seeks reimbursement only for the actual cost of such expenses to Quinn Emanuel. Quinn Emanuel submits that all such expenses incurred were customary, necessary, and related to the Chapter 11 Cases and, by this Monthly Fee Statement, requests reimbursement of the same.

Valuation of Services

10. Professionals of Quinn Emanuel have expended a total of 3,142 hours in connection with this matter during the Fee Period.

11. The amount of time spent by each of the professionals providing services to the Debtors for the Fee Period is set forth in **Exhibit A**. The rates are Quinn Emanuel's normal hourly rates of compensation for work of this character, discounted by 10%. The reasonable value of the services rendered by Quinn Emanuel for the Fee Period as Special Counsel for the Debtors in the Chapter 11 Cases is \$3,462,251.40.

12. Quinn Emanuel believes that the time entries included in **Exhibit A** attached hereto and the expense breakdown set forth in **Exhibit B** attached hereto are in compliance with the requirements of Local Rule 2016-2.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given the complexities of these Chapter 11 Cases, the time expended, the nature and extent of the services rendered, the value of such services, and the costs of comparable services other than in a case under this title.

Certificate of Compliance and Waiver

14. The undersigned representative of Quinn Emanuel certifies that he has reviewed the requirements of Local Rule 2016-2 and that the Monthly Fee Statement substantially complies with such rule. To the extent that the Monthly Fee Statement does not comply in all respects with the requirements of Local Rule 2016-2, Quinn Emanuel believes that such deviations are not material and respectfully requests that any such requirements be waived.

Notice and No Prior Request

15. Notice of this Monthly Fee Statement has been given to the following parties or, in lieu of, to their counsel, if known: (a) the U.S. Trustee; (b) the Official Committee of Unsecured Creditors; (c) the Fee Examiner; and (d) all parties required to be given notice in the Interim Compensation Order. Quinn Emanuel submits that no other or further notice is necessary.

16. No prior request for the relief sought in this Monthly Fee Statement has been made to this or any other Court.

WHEREFORE, Quinn Emanuel respectfully requests that the Bankruptcy Court (i) approve the Monthly Fee Statement and (ii) grant such further relief as is just and proper.

Dated: New York, New York
September 29, 2023

/s/ Sascha N. Rand
Sascha N. Rand
Partner, Quinn Emanuel Urquhart & Sullivan, LLP